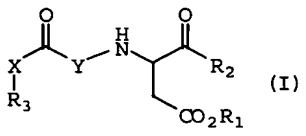
Amendments to the Claims

Claim 1 (original): A compound having the Formula I:



(I)

or pharmaceutically acceptable salts or prodrugs thereof, wherein:

R_1 is an optionally substituted alkyl or hydrogen;

R_2 is hydrogen or optionally substituted alkyl;

R_3 is an alkyl, saturated carbocyclic, partially saturated carbocyclic, aryl, saturated heterocyclic, partially saturated heterocyclic or heteroaryl group, wherein said group is optionally substituted;

X is O, S, NR_4 or $(CR_4R_5)_n$, where R_4 and R_5 are, at each occurrence, independently selected from the group consisting of hydrogen, alkyl and cycloalkyl, and n is 0, 1, 2 or 3; or

X is NR_4, and R_3 and R_4 are taken together with the nitrogen atom to which they are attached to form a saturated heterocyclic, partially saturated heterocyclic or heteroaryl group, wherein said group is optionally substituted; or

X is CR_4R_5, and R_3 and R_4 are taken together with the carbon atom to which they are attached to form a saturated carbocyclic, partially saturated carbocyclic, aryl, saturated heterocyclic, partially saturated heterocyclic or oxygen-containing heteroaryl group, wherein said group is optionally substituted; and

Y is a residue of a natural or non-natural amino acid;

provided that when X is O, then R_3 is not unsubstituted benzyl or *t*-butyl; and when X is CH_2, then R_3 is not hydrogen.

Claim 2 (original): The compound of claim 1, wherein R_1 is hydrogen, methyl, ethyl or acetoxymethyl.

Claim 3 (original): The compound of claim 1, wherein R_2 is hydrogen, fluoromethyl, acyloxymethyl, arylacyloxymethyl, aryloxymethyl, phosphinyloxymethyl, or aminomethyl.

Claim 4 (original): The compound of claim 1, wherein Y is valine, isoleucine, leucine, alanine, phenylalanine, cyclohexylalanine, 2-aminobutyric acid, phenylglycine or cyclohexylglycine.

Claim 5 (original): The compound of claim 1, wherein:

R_3 is optionally substituted alkyl, C_4-C_7 cycloalkyl, saturated heterocyclic, partially saturated heterocyclic, aryl or heteroaryl; and

X is O, S, NR_4 or $(CR_4R_5)_n$, wherein R_4 and R_5 are independently hydrogen, alkyl or cycloalkyl, and n is 0, 1, 2 or 3.

Claim 6 (original): The compound of claim 1 , wherein X is O, NH or CH_2.

Claim 7 (original): The compound of claim 1, wherein R_3 is straight-chained or branched C_{1-6} alkyl.

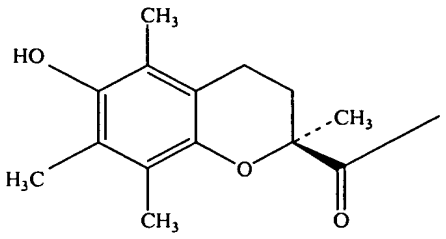
Claim 8 (original): The compound of claim 1, wherein R_3 is straight-chained or branched C_{1-6} alkyl optionally substituted by hydroxy, carboxy, halogen, C_4-C_7 cycloalkyl, saturated or unsaturated heterocyclic group, aryl or heteroaryl.

Claim 9 (original): The compound of claim 1, wherein R_3 is optionally substituted benzyl.

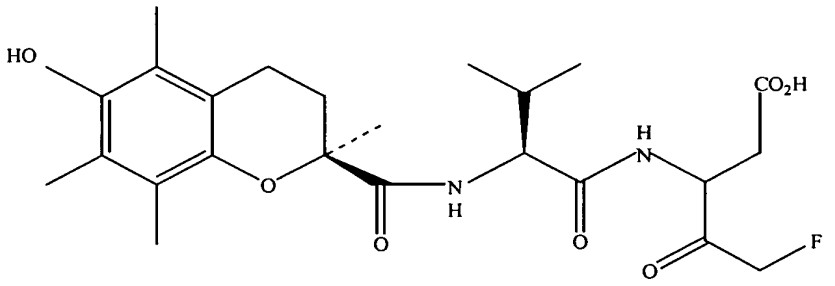
Claim 10 (original): The compound of claim 1, wherein R_3 is optionally substituted pyridylmethyl.

Claim 11 (original): The compound of claim 1, wherein R_3–X–C(O)– is an antioxidant group.

Claim 12 (original):The compound of claim 11, wherein said antioxidant group is

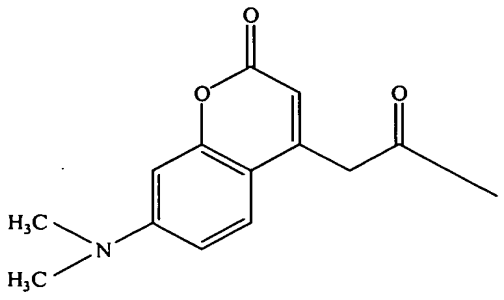


Claim 13 (original): The compound of claim 12, wherein said compound is



Claim 14 (original): The compound of claim 1, wherein R_3–X–C(O)– is a fluorescent group.

Claim 15 (original): The compound of claim 14, wherein said fluorescent group is



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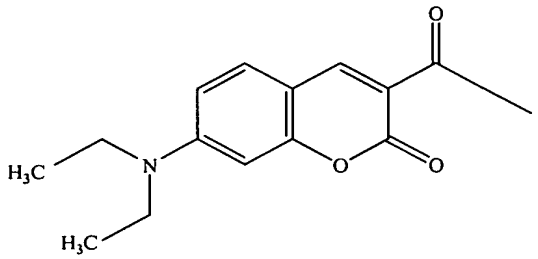

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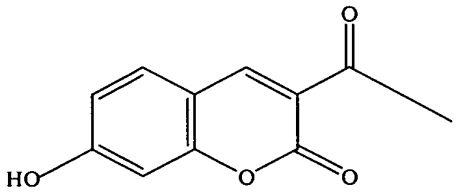

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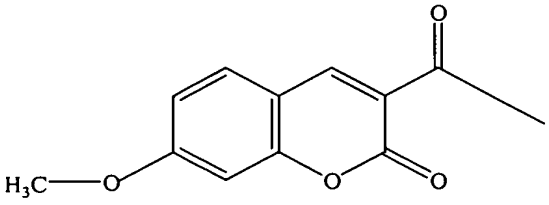

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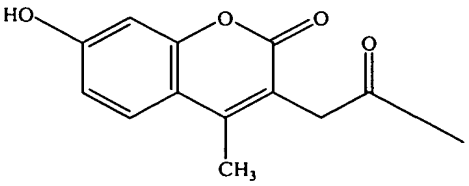
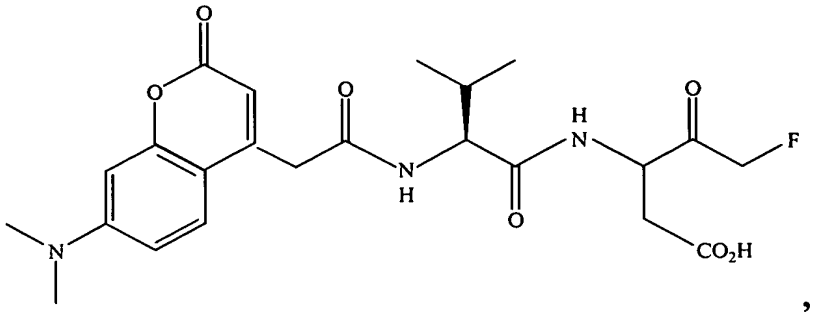


Claim 16 (original): The compound of claim 14, wherein said compound is selected from the group consisting of



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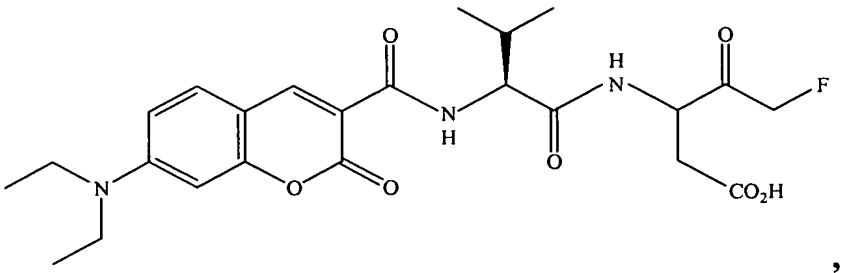

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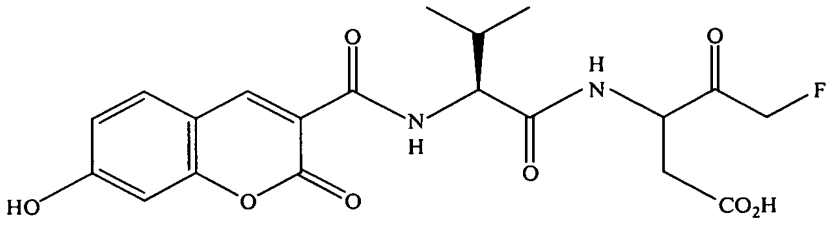

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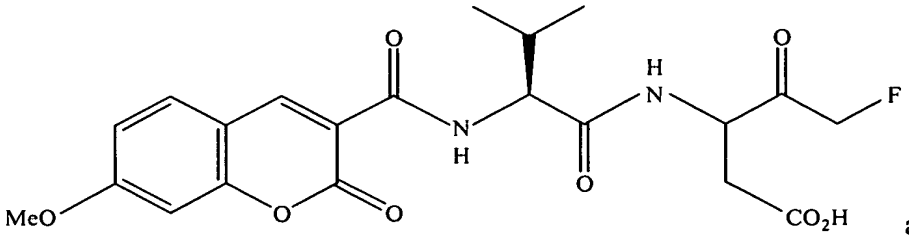
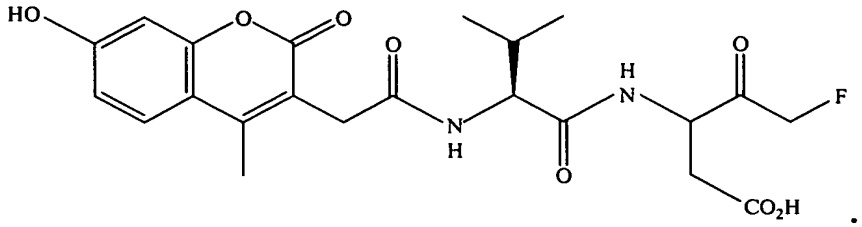
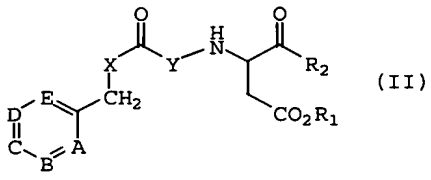


and



Claim 17 (original): A compound having the Formula II:



(II)

or pharmaceutically acceptable salts or prodrugs thereof wherein:

R_1 is an optionally substituted alkyl or hydrogen;

R_2 is hydrogen or optionally substituted alkyl;

X is O, S, NR_4 or $(CR_4R_5)_n$, wherein R_4 and R_5 are, at each occurrence, independently selected from the group consisting of hydrogen, alkyl, and cycloalkyl, and n is 0, 1, 2 or 3;

Y is a residue of a natural or non-natural amino acid;

A is CR_6 or nitrogen;

B is CR_7 or nitrogen;

C is CR_8 or nitrogen;

D is CR_9 or nitrogen;

E is CR_{10} or nitrogen; provided that not more than three of A, B, C, D and E are nitrogen; and R_6-R_{10} independently are hydrogen, halo, C_1-C_6 haloalkyl, C_6-C_{10} aryl, C_4-C_7 cycloalkyl, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_6-C_{10} aryl(C_1-C_6)alkyl, C_6-C_{10} aryl(C_2-C_6)alkenyl, C_6-C_{10} aryl(C_2-C_6)alkynyl, C_1-C_6 hydroxyalkyl, nitro, amino, cyano, C_1-C_6 acylamino, hydroxy, C_1-C_6 acyloxy, C_1-C_6 alkoxy, alkylthio, or carboxy; or

one of R_6 and R_7, or R_7 and R_8, or R_8 and R_9, or R_9 and R_{10} are taken together with the carbon atoms to which they are attached to form a carbocycle or heterocycle, selected from the group consisting of —OCH_2O—, —OCF_2O—, —$(CH_2)_3$—, —$(CH_2)_4$—, —OCH_2CH_2O—, —$CH_2N(R_{13})CH_2$—, —$CH_2CH_2N(R_{13})CH_2$—, —$CH_2N(R_{13})CH_2CH_2$—, –$N(R_{13})$–CH=CH–, -CH=CH–$N(R_{13})$–, –O–CH=CH–, –CH=CH–O–, –S–CH=CH–, –CH=CH–S–, –N=CH–CH=CH–, –CH=N–CH=CH–, –CH=CH–N=CH–, –CH=CH–CH=N–, –N=CH–CH=N–, and —CH=CH—CH=CH—; wherein R_{13} is hydrogen, alkyl or cycloalkyl; provided that when X is O, A is CR_6, B is CR_7, C is CR_8, D is CR_9 and E is CR_{10}, then at least one of the R_6-R_{10} is not hydrogen.

Claim 18 (original): The compound of claim 17, wherein R_2 is hydrogen, fluoromethyl, acyloxymethyl, arylacyloxymethyl, aryloxymethyl, phosphinyloxymethyl, or aminomethyl.

Claim 19 (original): The compound of claim 17, wherein R_1 is hydrogen, methyl, ethyl or acetoxymethyl.

Claim 20 (original): The compound of claim 17, wherein Y is valine, isoleucine, leucine, alanine, phenylalanine, cyclohexylalanine, 2-aminobutyric acid, phenylglycine or cyclohexylglycine.

Claim 21 (original): The compound of claim 17, wherein X is O, A is CR_6, B is CR_7, C is CR_8, D is CR_9, and E is CR_{10}.

Claim 22 (original): The compound of claim 17, wherein X is O, and one of A, B, C, D or E is nitrogen.

Claim 23 (original): The compound of claim 17, wherein X is CH_2, A is CR_6, B is CR_7, C is CR_8, D is CR_9 and E is CR_{10}.

Claims 24-30 (canceled)

Claim 31 (original): The compound of claim 1, wherein said compound is selected from the group consisting of:

2-Chlorobenzyloxycarbonyl-Val-Asp-fmk,
3-Chlorobenzyloxycarbonyl-Val-Asp-fmk,
4-Chlorobenzyloxycarbonyl-Val-Asp-fmk,
Phenethoxycarbonyl-Val-Asp-fmk,
Cyclohexylmethoxycarbonyl-Val-Asp-fmk,
Methoxycarbonyl-Val-Asp-fmk,
Ethoxycarbonyl-Val-Asp-fmk,
Isopropyloxycarbonyl-Val-Asp-fmk,
2-Chlorobenzyloxycarbonyl-Ile-Asp-fmk,
3-Chlorobenzyloxycarbonyl-Ile-Asp-fmk,
4-Chlorobenzyloxycarbonyl-Ile-Asp-fmk,
Phenylacetyl-Val-Asp-fmk,
4-Nitrobenzyloxycarbonyl-Val-Asp-fmk,
2,5-Dimethylbenzyloxycarbonyl-Val-Asp-fmk,
3,4-Dichlorobenzyloxycarbonyl-Val-Asp-fmk,
3,5-Dichlorobenzyloxycarbonyl-Val-Asp-fmk,
2,5-Dichlorobenzyloxycarbonyl-Val-Asp-fmk,
2,6-Dichlorobenzyloxycarbonyl-Val-Asp-fmk,
2,4-Dichlorobenzyloxycarbonyl-Val-Asp-fmk,
2,4-Dimethylbenzyloxycarbonyl-Val-Asp-fmk,
4-Ethylbenzyloxycarbonyl-Val-Asp-fmk,
4-Bromobenzyloxycarbonyl-Val-Asp-fmk,
4-Fluorobenzyloxycarbonyl-Val-Asp-fmk,
Cyclopentylmethoxycarbonyl-Val-Asp-fmk,
4-Trifluoromethylbenzyloxycarbonyl-Val-Asp-fmk,
3-Phenylpropionyl-Val-Asp-fmk,
Benzylaminocarbonyl-Val-Asp-fmk,
3-Phenylpropyloxycarbonyl-Val-Asp-fmk,

2,4-Difluorobenzyloxycarbonyl-Val-Asp-fmk,
3,4-Difluorobenzyloxycarbonyl-Val-Asp-fmk,
4-Morpholinecarbonyl-Val-Asp-fmk,
4-Pyridylmethoxycarbonyl-Val-Asp-fmk,
2-Pyridylmethoxycarbonyl-Val-Asp-fmk,
2,6-Dichlorobenzyloxycarbonyl-Val-Asp-DCB-methylketone,
Isobutoxycarbonyl-Val-Asp-fmk,
Propionyl-Val-Asp-fmk,
Benzyl-glutaryl-Val-Asp-fmk,
Glutaryl-Val-Asp-fmk,
3-(2-Phenyloxyphenyl)propionyl-Val-Asp-fmk,
3-(5-Bromo-2-hydroxyphenyl)propionyl-Val-Asp-fmk,
3-Fluorobenzyloxycarbonyl-Val-Asp-fmk,
2-Fluorobenzyloxycarbonyl-Val-Asp-fmk,
3-Methylbenzyloxycarbonyl-Val-Asp-fmk,
2-Chloro-4-fluorobenzyloxycarbonyl-Val-Asp-fmk, and
2-Naphthylmethoxycarbonyl-Val-Asp-fmk.

Claim 32 (canceled)

Claim 33 (currently amended): A pharmaceutical composition, comprising a compound of claim 1~~,~~ or 17 ~~or 24~~, and a pharmaceutically acceptable carrier.

Claim 34 (currently amended): A method of inhibiting cell death of a cell or tissue, comprising contacting said cell or tissue with an effective amount of a compound of claim 1~~,~~ or 17 ~~or 24~~.

Claim 35 (currently amended): A method of treating or ameliorating cell death in the central or peripheral nervous system, retinal neurons, cardiac muscle or immune system cells of an animal, comprising administering to the animal in need of such treatment or ameliorating an effective amount of a compound of claim 1~~,~~ or 17 ~~or 24~~.

Claims 36-38 (canceled)

Claim 39 (original): The method of claim 35, wherein said cell death is in cardiac muscle tissue, and is due to myocardial infarction, congestive heart failure, cardiomyopathy or viral infection of the heart.

Claims 40-83 (canceled)